

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

ANDREW WILLIAM SMITH & LISA
VELTEN-SMITH,

On Behalf of Themselves and All Others
Similarly Situated,

Plaintiffs,

v.

WELLS FARGO & COMPANY, a California
Corporation, WELLS FARGO BANK, N.A., a
California Corporation, and Does 1 through 20

Defendants.

Civil Action No. 1:08 cv-00564 (LAK)

MOTION TO ADMIT COUNSEL *PRO HAC VICE*

PLEASE TAKE NOTICE that, upon the Declaration of Abigail K. Hemani, submitted herewith, the undersigned respectfully moves this Court for an Order pursuant to Rule 1.3(c) of the Local Rules of this Court, admitting Thomas M. Hefferon, Esq. *pro hac vice* to the Bar of this Court for the purpose of representing Defendants Wells Fargo & Company and Wells Fargo Bank, N.A. in the above-captioned proceeding.

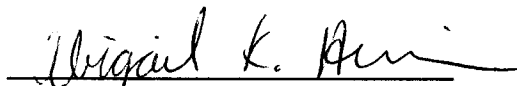
Dated: February 27, 2008
New York, New York

Respectfully submitted,

WELLS FARGO & COMPANY and
WELLS FARGO BANK, N.A.,

By their attorneys,

GOODWIN PROCTER LLP



Abigail K. Hemani (AH2071)
ahemani@goodwinprocter.com
599 Lexington Avenue
New York, New York 10022
Tel: (212) 813-8800
Fax: (212) 355-3333

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AFFIDAVIT OF SERVICE

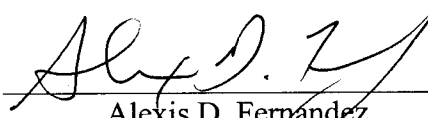
STATE OF NEW YORK)
)
COUNTY OF NEW YORK) ss.:

Alexis D. Fernandez, being duly sworn, deposes and says that he is not a party to the within action, is over 21 years of age and resides in New York, New York.

That on the 27th day of February, 2008, deponent caused true copies of the Notice of Motion for Pro Hac Vice Admission of Thomas M. Hefferon, to be served by First Class Mail, to the following:

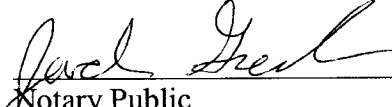
Gillian L. Wade
Wayne Scott Kreger
Milstein, Adelman & Kreger, LLP
2800 Donald Douglas Loop N.
Santa Monica, CA 90405

Stuart E. Nahas
Zraick Nahas & Rich
303 Fifth Avenue
Suite 1201
New York, NY 10016



Alexis D. Fernandez

Sworn to before me this
27 day of February, 2008.



Notary Public

JACK GROARKE
NOTARY PUBLIC, STATE OF NEW YORK
NO. 01GR6174713
QUALIFIED IN NEW YORK COUNTY
COMMISSION EXPIRES 09/24/2011

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**DECLARATION OF ABIGAIL K. HEMANI IN SUPPORT OF
MOTION TO ADMIT COUNSEL *PRO HAC VICE***

Abigail K. Hemani, hereby states as follows:

1. I am an associate at Goodwin Procter LLP and counsel for Defendants Wells Fargo & Company and Wells Fargo Bank, N.A. ("Wells Fargo") in the above-captioned action. I am a member in good standing of the Bar of this Court since 2006. I am familiar with the proceedings in this case. I make this Declaration based on my personal knowledge of the facts set forth herein and in support of Wells Fargo's motion, pursuant to Rule 1.3(c) of the Local Rules of this Court, for admission of Thomas M. Hefferon to the Bar of this Court *pro hac vice* to represent Wells Fargo in this matter.

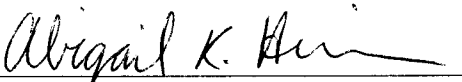
2. Mr. Hefferon is a partner with the firm of Goodwin Procter LLP, 901 New York Avenue, N.W., Washington, D.C. 20001, Tel: (202) 346-4029, Fax: (202) 346-4444, Email: thefferon@goodwinprocter.com. He is a member in good standing of the Bar of the District of Columbia, the Bar of the Commonwealth of Massachusetts and the Virginia State Bar. Attached hereto as Exhibit 1 are Certificates from the Supreme Judicial Court of the Commonwealth of

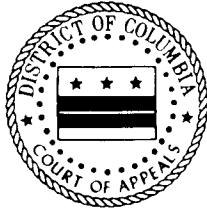
Massachusetts, the Virginia State Bar, and the District of Columbia Court of Appeals, each stating that Mr. Hefferon is a member in good standing. There are no pending disciplinary proceedings against Mr. Hefferon in any State or Federal Court. Mr. Hefferon is familiar with the Federal Rules of Civil Procedure, the Federal Rules of Evidence and the Rules of this Court.

3. I have found Mr. Hefferon to be a skilled attorney and a person of integrity. Accordingly, I respectfully request that Thomas M. Hefferon, Esq. be admitted to the Bar of this Court pro hac vice for the purposes of representing Wells Fargo in the above-captioned proceeding

4. I respectfully submit a proposed order granting the admission of Thomas M. Hefferon, pro hac vice, which is attached hereto as Exhibit 2.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 27th day of February, 2008.


Abigail K. Hemani (AH2071)



District of Columbia Court of Appeals
Committee on Admissions
500 Indiana Avenue, N.W. — Room 4200
Washington, D. C. 20001
202 / 879-2710

I, GARLAND PINKSTON, JR., Clerk of the District of Columbia Court of Appeals, do hereby certify that

THOMAS M. HEFFERON

was on the 1ST day of FEBRUARY, 1999

duly qualified and admitted as an attorney and counselor and entitled to practice before this Court and is, on the date indicated below, an active member in good standing of this Bar.

In Testimony Whereof, I have hereunto subscribed my name and affixed the seal of this Court at the City of Washington, D.C., on February 26, 2008.

GARLAND PINKSTON, JR., CLERK

By: C. J. Chiles
Deputy Clerk

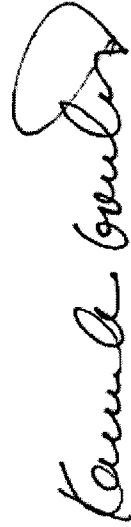


VIRGINIA STATE BAR

CERTIFICATE OF GOOD STANDING

THIS IS TO CERTIFY THAT **THOMAS MICHAEL HEFFERON** IS AN ACTIVE MEMBER OF THE VIRGINIA STATE BAR IN GOOD STANDING. **MR. HEFFERON** WAS LICENSED TO PRACTICE LAW IN VIRGINIA ON **APRIL 27, 2001**, AFTER SUCCESSFULLY PASSING THE BAR EXAMINATION GIVEN BY THE VIRGINIA BOARD OF BAR EXAMINERS.

Issued February 25, 2008


KAREN A. GOULD
EXECUTIVE DIRECTOR AND
CHIEF OPERATING OFFICER

COMMONWEALTH OF MASSACHUSETTS

SUFFOLK, SS.

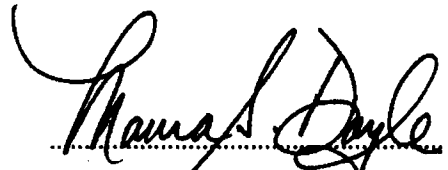
BE IT REMEMBERED, that at the Supreme Judicial Court holden at Boston within and for said County of Suffolk, on the fifteenth day of December A.D. 1986, said Court being the highest Court of Record in said Commonwealth:

Thomas M. Hefferon

being found duly qualified in that behalf, and having taken and subscribed the oaths required by law, was admitted to practice as an Attorney, and, by virtue thereof, as a Counsellor at Law, in any of the Courts of the said Commonwealth: that said Attorney is at present a member of the Bar, and is in good standing according to the records of this Court*.

In testimony whereof, I have hereunto set my hand and affixed the seal of said Court, this twenty-fifth day of February in the year of our Lord two thousand and eight.




MAURA S. DOYLE, Clerk

* Records of private discipline, if any, such as a private reprimand imposed by the Board of Bar Overseers or by any court, are not covered by this certification.

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[PROPOSED] ORDER ADMITTING COUNSEL *PRO HAC VICE*

Upon consideration of the Notice of Motion for Admission *Pro Hac Vice* of Thomas M. Hefferon, Esq., dated February 27, 2008, and the accompanying Declaration of Abigail K. Hemani, sworn to on February 27, 2008, it is hereby:

ORDERED that, pursuant to Local Civil Rule 1.3(c) of the Local Rules of this Court, Thomas M. Hefferon,, Esq., is hereby admitted *pro hac vice* to the Bar of this Court for the purpose of representing Defendants Wells Fargo & Company and Wells Fargo Bank, N.A. in the above-captioned proceeding.

United States District Judge

Dated: _____, 2008